

**Bill Barrett Corporation**

RECEIVED

JAN 20 2005

DIV. OF OIL, GAS & MINING

January 18, 2005

*APD's Submitted
electronically
thru WIS*

Mr. Ed Forsman, Petroleum Engineer
Bureau of Land Management
Vernal Field Office
170 South 500 East
Vernal, Utah 84078

RE: Applications for Permit to Drill – Bill Barrett Corporation
Tumbleweed Unit Federal #14-17-15-21, Sec. 17, T15S-R21E
Tumbleweed Unit Federal #15-8-15-21, Sec. 8, T15S-R21E
Tumbleweed Unit Federal #~~3-9-15-21~~, Sec. 9, T15S-R21E
Tumbleweed Unit Federal #3-4-15-21, Sec. 4, T15S-R21E
Uintah County, Utah

Dear Mr. Forsman:

Bill Barrett Corporation (BBC) respectfully submits the *Application for Permit to Drill (APD)* for each of the above referenced wells. As discussed during the October 6th, 2004 meeting with Duane Zavadil, BBC intends to drill no more than two of these wells. The wells to be drilled would be based on the results of Tumbleweed 3D seismic shoot that has not yet been approved. We intend to drill at least one of the wells in 2005, after the seismic shoot is complete. The time required to process an APD and the imposition of winter big game stipulations would probably preclude this opportunity unless the wells are fully permitted by the time that the seismic shoot is completed. Hence, the application for four wells now - we are not sure where we will ultimately drill, and need the flexibility to respond quickly to the seismic results.

BBC has funded Buys & Associates, Inc. to prepare what is being described as the Horse Point Environmental Assessment (EA) for these four wells. Buys & Associates will be contacting you shortly regarding production of this document.

1099 18TH STREET
SUITE 2300
DENVER, CO 80202
P 303.293.9100
F 303.291.0420

**BBC
CONFIDENTIAL**FORM APPROVED
OMB No. 1004-0137
Expires March 31, 2007UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT**APPLICATION FOR PERMIT TO DRILL OR REENTER**

1a. Type of work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. UTU 072059
1b. Type of Well: <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other <input checked="" type="checkbox"/> Single Zone <input type="checkbox"/> Multiple Zone		6. If Indian, Allottee or Tribe Name n/a
2. Name of Operator BILL BARRETT CORPORATION		7. If Unit or CA Agreement, Name and No. Tumbleweed (UTU 80665X)
3a. Address 1099 18th Street, Suite 2300 Denver CO 80202		8. Lease Name and Well No. Tumbleweed Unit Fed #3-9-15-21
3b. Phone No. (include area code) (303) 312-8168		9. API Well No. 43-047-36249
4. Location of Well (Report location clearly and in accordance with any State requirements*) 39.532401 At surface NENW, 857' FNL, 1994' FWL 622598X At proposed prod. zone same 4376623Y - 109.573494		10. Field and Pool, or Exploratory Tumbleweed Wildcat
11. Sec., T. R. M. or Blk. and Survey or Area Sec. 9, T15S-R21E		12. County or Parish Uintah
13. State UT		14. Distance in miles and direction from nearest town or post office* approximately 77 miles south of Ouray, Utah
15. Distance from proposed* location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) approx 1966'	16. No. of acres in lease 2549.48	17. Spacing Unit dedicated to this well
18. Distance from proposed location* to nearest well, drilling, completed, applied for, on this lease, ft. 5262'	19. Proposed Depth 12,000'	20. BLM/BIA Bond No. on file Nationwide Bond #WYB000040
21. Elevations (Show whether DF, KDB, RT, GL, etc.) 7151' ungraded ground	22. Approximate date work will start* 07/20/2005	23. Estimated duration 70 days

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No.1, shall be attached to this form:

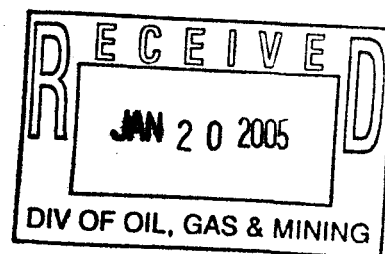
- | | |
|---|--|
| 1. Well plat certified by a registered surveyor. | 4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above). |
| 2. A Drilling Plan. | 5. Operator certification |
| 3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office). | 6. Such other site specific information and/or plans as may be required by the authorized officer. |

25. Signature <i>Tracey Fallang</i>	Name (Printed/Typed) Tracey Fallang	Date 01/18/2005
Title Permit Analyst		
Approved by (Signature) <i>Bradley G. Hill</i>	Name (Printed/Typed) BRADLEY G. HILL	Date 01-24-05
Title ENVIRONMENTAL SCIENTIST III		

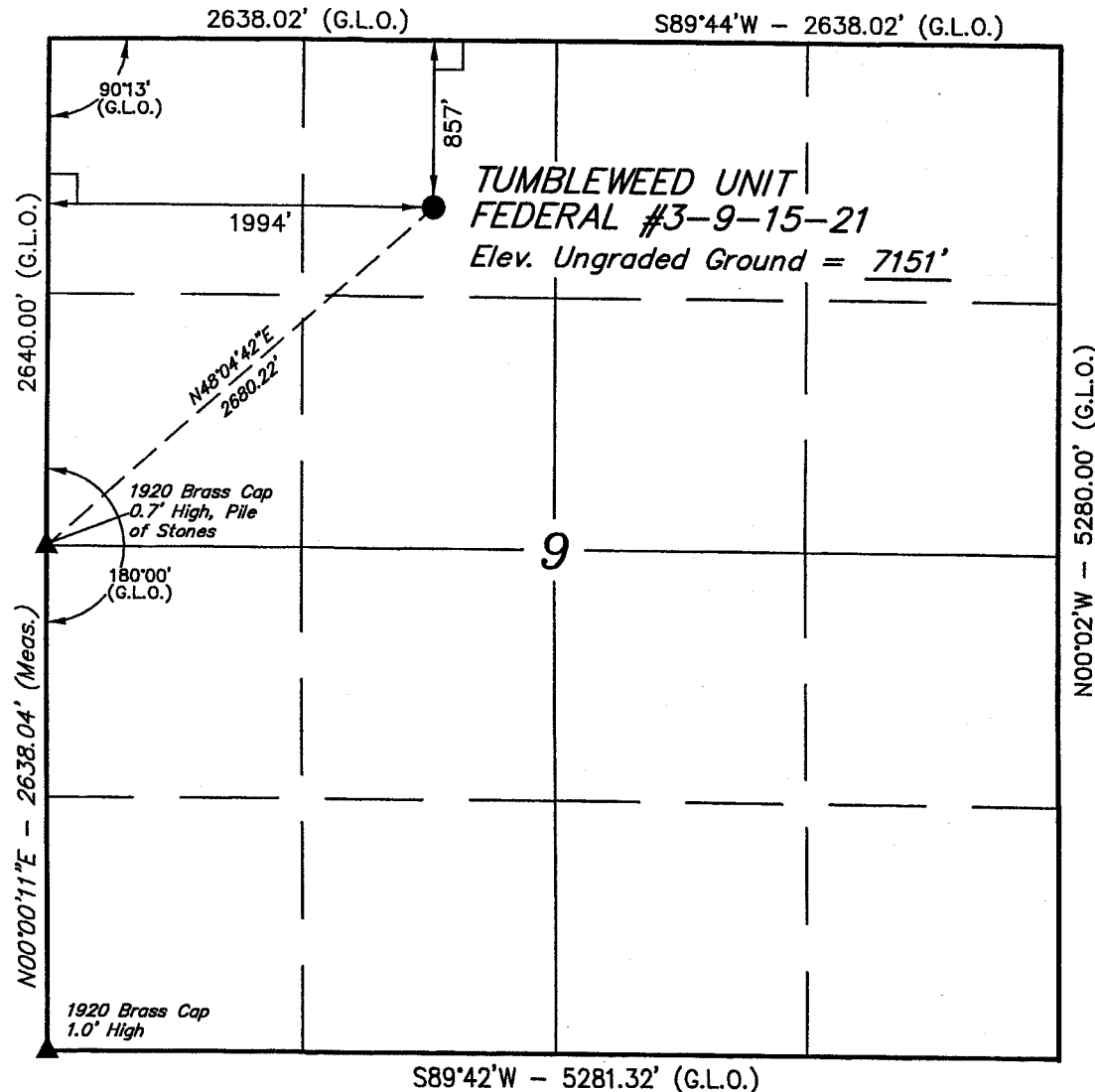
Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
Conditions of approval, if any, are attached.

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

*(Instructions on page 2)

Federal Approval of this
Action is Necessary

T15S, R21E, S.L.B.&M.



LEGEND:

- └─ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

(AUTONOMOUS NAD 83)
 LATITUDE = 39°31'56.65" (39.532403)
 LONGITUDE = 109°34'26.98" (109.574161)
 (AUTONOMOUS NAD 27)
 LATITUDE = 39°31'56.78" (39.532439)
 LONGITUDE = 109°34'24.51" (109.573475)

BILL BARRETT CORPORATION

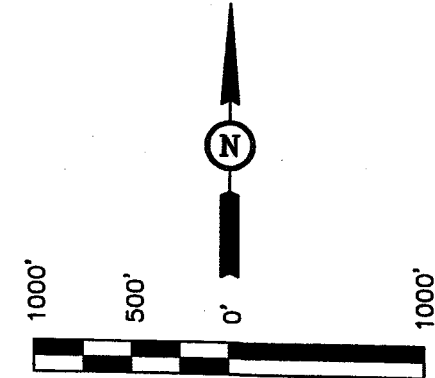
Well location, TUMBLEWEED UNIT FEDERAL #3-9-15-21, located as shown in the NE 1/4 NW 1/4 of Section 9, T15S, R21E, S.L.B.&M., Uintah County, Utah.

BASIS OF ELEVATION

TRIANGULATION STATION (WINTER) LOCATED IN THE NW 1/4 OF SECTION 25, T15S, R21E, S.L.B.&M. TAKEN FROM THE WOLF POINT QUADRANGLE, UTAH, UTAH COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 7462 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



**SCALE
CERTIFICATE**

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

161319
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161319
 STATE OF UTAH

UINTAH ENGINEERING & LAND SURVEYING
 85 SOUTH 200 EAST - VERNAL, UTAH 84078
 (435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 09-29-04	DATE DRAWN: 10-06-04
PARTY S.H. L.M. D.R.B.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE BILL BARRETT CORPORATION	

005

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 01/20/2005

API NO. ASSIGNED: 43-047-36249

WELL NAME: TUMBLEWEED U FED 3-9-15-21OPERATOR: BILL BARRETT CORP (N2165)CONTACT: TRACEY FALLANGPHONE NUMBER: 303-312-8168

PROPOSED LOCATION:

NENW 09 150S 210E

SURFACE: 0857 FNL 1994 FWL

BOTTOM: 0857 FNL 1994 FWL

UINTAH

WILDCAT (1)

LEASE TYPE: 1 - Federal

LEASE NUMBER: UTU 072059

SURFACE OWNER: 1 - Federal

PROPOSED FORMATION: WINGT

COALBED METHANE WELL? NO

INSPECT LOCATN BY: / /

Tech Review	Initials	Date
Engineering		
Geology		
Surface		

LATITUDE: 39.53240

LONGITUDE: -109.5735

RECEIVED AND/OR REVIEWED:

☒ Plat
☒ Bond: Fed[1] Ind[] Sta[] Fee[]
(No. WYB000040)
☒ Potash (Y/N)
☒ Oil Shale 190-5 (B) or 190-3 or 190-13
☒ Water Permit
(No. 49-1223)
☒ RDCC Review (Y/N)
(Date: _____)
☒ Fee Surf Agreement (Y/N)

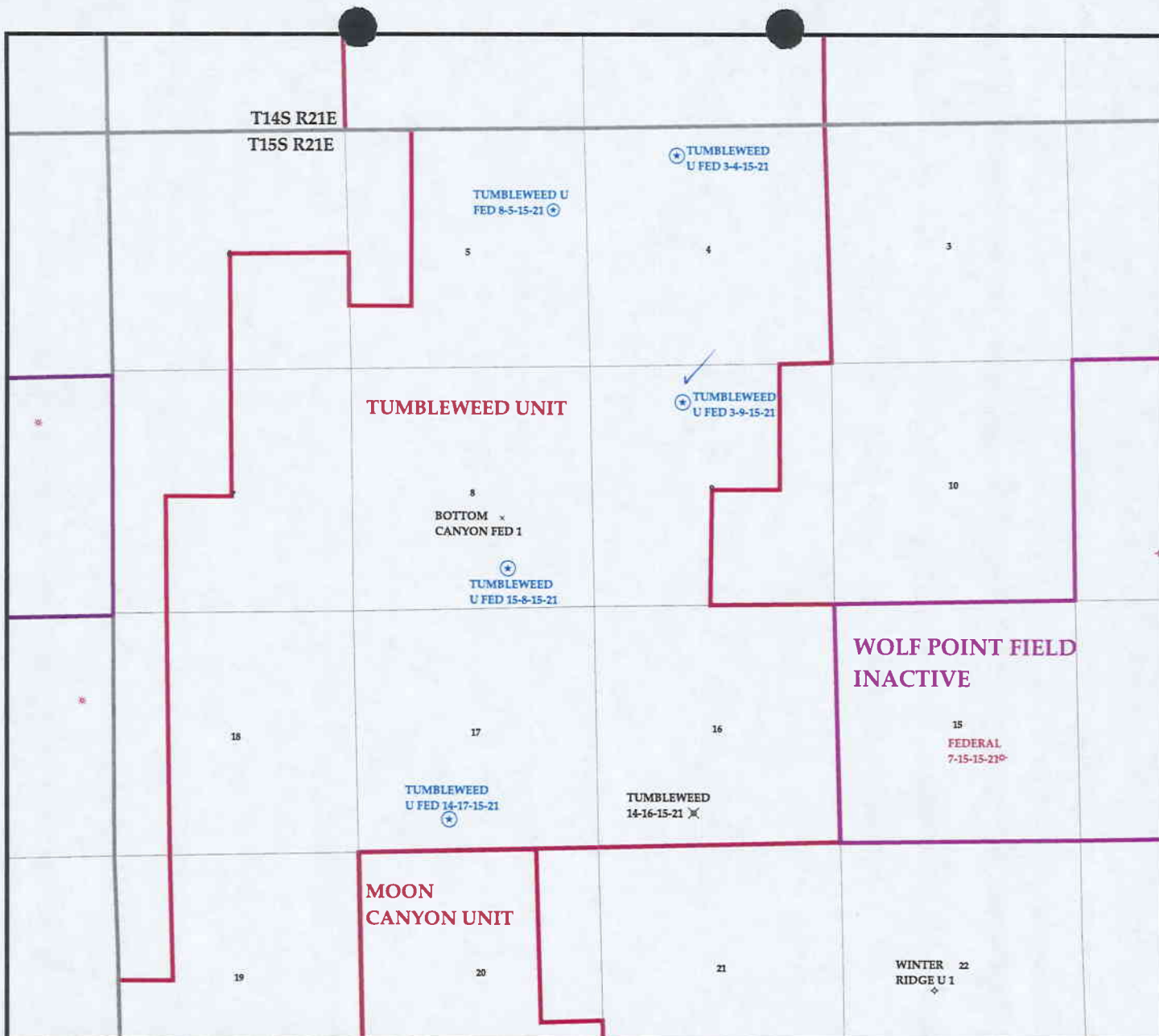
LOCATION AND SITING:

____ R649-2-3.
Unit TUMBLEWEED
☒ R649-3-2. General
Siting: 460 From Qtr/Qtr & 920' Between Wells
____ R649-3-3. Exception
____ Drilling Unit
Board Cause No: _____
Eff Date: _____
Siting: _____
____ R649-3-11. Directional Drill

COMMENTS: _____

STIPULATIONS: _____

1- Federal Approval
2- Spacing Set



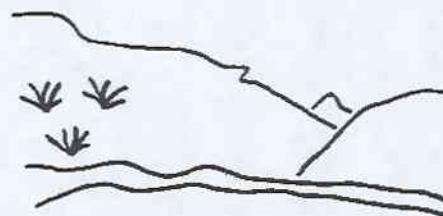
OPERATOR: BILL BARRETT CORP (N2165)

SEC. 9 T.15S R.21E

FIELD: WILDCAT (001)

COUNTY: UTAH

SPACING: R649-3-2 / GENERAL SITING



Utah Oil Gas and Mining

Wells

- ⊕ GAS INJECTION
- ⊙ GAS STORAGE
- × LOCATION ABANDONED
- ⊕ NEW LOCATION
- ⊕ PLUGGED & ABANDONED
- ⊕ PRODUCING GAS
- ⊕ PRODUCING OIL
- ⊕ SHUT-IN GAS
- ⊕ SHUT-IN OIL
- × TEMP. ABANDONED
- ⊕ TEST WELL
- ⊕ WATER INJECTION
- ⊕ WATER SUPPLY
- ⊕ WATER DISPOSAL

Units.shp

- EXPLORATORY
- GAS STORAGE
- NF PP OIL
- NF SECONDARY
- PENDING
- PI OIL
- PP GAS
- PP GEOTHERML
- PP OIL
- SECONDARY
- TERMINATED

Fields.shp

- ABANDONED
- ACTIVE
- COMBINED
- INACTIVE
- PROPOSED
- STORAGE
- TERMINATED



PREPARED BY: DIANA WHITNEY
DATE: 20-JANUARY-2005

United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office

P.O. Box 45155

Salt Lake City, Utah 84145-0155

IN REPLY REFER TO:

3160

(UT-922)

January 21, 2005

Memorandum

To: Assistant District Manager Minerals, Vernal District

From: Michael Coulthard, Petroleum Engineer

Subject: 2005 Plan of Development Tumbleweed Unit
Uintah County, Utah.

Pursuant to email between Diana Whitney, Division of Oil, Gas and Mining, and Mickey Coulthard, Utah State Office, Bureau of Land Management, the following wells are planned for calendar year 2005 within the Tumbleweed Unit, Uintah County, Utah.

API #	WELL NAME	LOCATION
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(Proposed PZ Wingate)

43-047-36250	Tumbleweed Unit Fed 3-4-15-21 Sec 4 T15S R21E 0668 FNL 1967 FWL	
43-047-36248	Tumbleweed Unit Fed 15-8-15-21 Sec 8 T15S R21E 0840 FSL 1899 FEL	
43-047-36249	Tumbleweed Unit Fed 3-9-15-21 Sec 9 T15S R21E 0857 FNL 1994 FWL	
43-047-36247	Tumbleweed Unit Fed 14-17-15-21 Sec 17 T15S R21E 660 FSL 1980 FWL	

This office has no objection to permitting the wells at this time.

/s/ Michael L. Coulthard

bcc: File - Tumbleweed Unit
Division of Oil Gas and Mining
Central Files
Agr. Sec. Chron
Fluid Chron

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JAN 24 2005

MCoulthard:mc:1-21-05

DIV. OF OIL, GAS & MINING

Mr. Ed Forsman, Petroleum Engineer
Bureau of Land Management
Page Two

Please accept this letter as BBC's written request for CONFIDENTIAL treatment of all information contained in and pertaining to this application. Thank you in advance for your timely consideration of this application. Please feel free to contact me at 303-312-8168 if you have any questions or need additional information.

Sincerely,



Tracey Fallang
Permit Analyst

Enclosures

cc: Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
P. O. Box 145801
Salt Lake City, Utah 84114-5801
Attention: Ms. Diana Whitney

DRILLING PROGRAM

BILL BARRETT CORPORATION
Tumbleweed Unit Federal #3-9-15-21
 857' FNL, 1994' FWL
 NENW, Section 9, T15S-R21E, S.L.B.&M.
 Uintah County, Utah

1 - 3. **Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals**

<u>Formation</u>	<u>Depth - MD</u>
Green River	Surface
Wasatch	2000'
M. Wasatch	2640'
Price River	3875'
Bluecastle T	5110'
Sego U	5575'
Castlegate	5775'
Mancos	6370'*
Dakota Silt	9770'*
Dakota	9820'*
Cedar Mtn	9960'*
Morrison	10,060'*
Curtis	10,740'
Entrada	10,790'
Carmel	10,990'
Wingate	11,300'
Chinle	11,550'
TD	12,000'

PROSPECTIVE PAY

The Wingate formation is the primary objective for oil/gas, all others denoted with an (*) are potential secondary objectives for oil/gas.

4. **Casing Program** (Exhibit A attached)

<u>Purpose</u>	<u>Hole Size</u>	<u>SETTING DEPTH (MD)</u>		<u>O.D.</u>	<u>Weight</u>	<u>Grade</u>	<u>Thread</u>	<u>Condition</u>
		<u>(FROM)</u>	<u>(TO)</u>					
Surface	12 1/4"	Surface	2,200'	9 5/8"	36#	J or K 55	ST&C	New
Production	7 7/8"	Surface	12,000'	5 1/2"	17#	HCP-110	LT&C	New

5. **Cementing Program (Exhibit B attached)**

<u>Casing Type</u>	<u>Cement Type and Amount</u>
9 5/8" Surface Casing	Lead with approximately 580 sx Halliburton Light Premium with additives mixed at 12.7 ppg (yield = 1.85 ft ³ /sx) and tail with approximately 290 sx Premium cement with additives mixed at 15.8 ppg (yield = 1.16 ft ³ /sx) circulated to surface with 100% excess.
5 1/2" Production Casing	Lead with approximately 250 sx Halliburton Hi-Fill cement mixed at 11.5 ppg (yield = 3.24 ft ³ /sx) and tail with approximately 970 sx 50/50 Poz Premium cement with additives mixed at 13.5 ppg (yield = 1.47 ft ³ /sk). Top of cement to be determined by log and sample evaluation, estimated TOC 2200'
Note: Actual volumes to be calculated from caliper log.	

6. **Mud Program**

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
40 – 2200'	Air – 8.8	28 – 50	--	Freshwater
2200' – TD	8.8 – 9.5	36 – 52	12 cc or less	Freshwater DAP Polymer
Note(s): Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. If deviation problems and increased torque and drag occur, may add #2 diesel oil with ENVIRO-TORQ / EZ-GLIDE for reduction and increased ROP.				

7. **BOP and Pressure Containment Data (Exhibit C attached)**

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 2200'	No pressure control required
2200' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary and choke manifold to be rated @ 5000 psi;	
- Ancillary equipment and choke manifold rated at 5,000#. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and State of Utah, Division of Oil, Gas and Mining, will be notified 24 hours in advance of all BOP pressure tests.	

8. **Auxiliary Equipment**

- Upper kelly cock; lower Kelly cock will be installed while drilling
- Inside BOP or stab-in valve (available on rig floor)
- Safety valve(s) and subs to fit all string connections in use
- Mud monitoring will be visually observed

9. **Testing, Logging and Core Programs**

Cores	None anticipated;
Testing	None anticipated; drill stem tests may be run on shows of interest;
Sampling	30' to 50' samples; surface casing to TD. Preserve samples all show intervals;
Surveys	Run every 1000' and on trips, slope only;
Logging	DIL-GR-SP, FDC-CNL-GR-CAL-Pe-Microlog, Sonic-GR, all TD to surface.

10. **Anticipated Abnormal Pressures or Temperatures**

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 5928 psi* and maximum anticipated surface pressure equals approximately 3288 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

*Max Mud Wt x 0.052 x TD = A (bottom hole pressure)

**Maximum surface pressure = A - (0.22 x TD)

11. **Drilling Schedule**

Spud: Approximately July 20, 2005
Duration: 35 days drilling time
35 days completion time

EXHIBIT A

Well name:

TW General

Operator: Bill Barrett

String type: Surface

Location: Tumbleweed Field

Design parameters:

Collapse

Mud weight: 9.00 ppg

Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.10

Environment:

H2S considered? No
 Surface temperature: 70.00 °F
 Bottom hole temperature: 95 °F
 Temperature gradient: 1.14 °F/100ft
 Minimum section length: 2,200 ft

Cement top: Surface

Burst

Max anticipated surface pressure: 659 psi

Internal gradient: 0.22 psi/ft

Calculated BHP 1,143 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)

8 Round LTC: 1.80 (J)

Buttress: 1.80 (J)

Premium: 1.80 (J)

Body yield: 1.80 (B)

Tension is based on buoyed weight.

Neutral point: 1,907 ft

Non-directional string.

Re subsequent strings:

Next setting depth: 12,000 ft
 Next mud weight: 9.500 ppg
 Next setting BHP: 5,922 psi
 Fracture mud wt: 10.000 ppg
 Fracture depth: 2,200 ft
 Injection pressure: 1,143 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	2200	9.625	36.00	J-55	ST&C	2200	2200	8.796	156.7
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	1029	2020	1.964	1143	3520	3.08	69	394	5.74 J

Prepared Dominic Spencer
 by: Bill Barrett Corporation

Phone: (303) 312-8143
 FAX: (303) 312-8195

Date: December 6, 2004
 Denver, Colorado

Remarks:

Collapse is based on a vertical depth of 2200 ft, a mud weight of 9 ppg. The casing is considered to be evacuated for collapse purposes.
 Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

Well name:	TW General
Operator:	Bill Barrett
String type:	Production
Location:	Turnbleweed Field

Design parameters:

Collapse

Mud weight: 9.50 ppg

Design is based on evacuated pipe.

Minimum design factors:

Collapse:

Design factor 1.125

Burst:

Design factor 1.10

Environment:

H2S considered? No
 Surface temperature: 70.00 °F
 Bottom hole temperature: 207 °F
 Temperature gradient: 1.14 °F/100ft
 Minimum section length: 1,500 ft

Cement top: 2,200 ft

Burst

Max anticipated surface pressure: 3,282 psi

Internal gradient: 0.22 psi/ft

Calculated BHP 5,922 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
 8 Round LTC: 1.80 (J)
 Buttress: 1.80 (J)
 Premium: 1.80 (J)
 Body yield: 1.80 (B)

Non-directional string.

Tension is based on buoyed weight.
 Neutral point: 10,271 ft

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Internal Capacity (ft³)
1	12000	5.5	17.00	HCP-110	LT&C	12000	12000	4.767	413.5
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (Kips)	Tension Strength (Kips)	Tension Design Factor
1	5922	8580	1.449	5922	10640	1.80	175	445	2.55 J

Prepared Dominic Spencer
 by: Bill Barrett Corporation

Phone: (303) 312-8143
 FAX: (303) 312-8195

Date: December 6, 2004
 Denver, Colorado

Remarks:

Collapse is based on a vertical depth of 12000 ft, a mud weight of 9.5 ppg. The casing is considered to be evacuated for collapse purposes.
 Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

EXHIBIT B

Job Recommendation

Surface Casing

Fluid Instructions

Fluid 1: Water Spacer
Gelled Water

Fluid Density: 8.40 lbm/gal
Fluid Volume: 20 bbl

Fluid 2: Lead Cement

Halliburton Light Premium Plus

2 % Calcium Chloride (Accelerator)
0.25 lbm/sk Kwik Seal (Lost Circulation Additive)
0.25 lbm/sk Flocele (Lost Circulation Additive)

Fluid Weight 12.66 lbm/gal
Slurry Yield: 1.85 ft³/sk
Total Mixing Fluid: 9.90 Gal/sk
Top of Fluid: 0 ft
Calculated Fill: 1700 ft
Volume: 189.66 bbl
Calculated Sacks: 574.35 sks
Proposed Sacks: 580 sks

Fluid 3: Tail Cement

Premium Cement

94 lbm/sk Premium Cement (Cement)
2 % Calcium Chloride (Accelerator)
0.25 lbm/sk Kwik Seal (Lost Circulation Additive)
0.25 lbm/sk Flocele (Lost Circulation Additive)

Fluid Weight 15.84 lbm/gal
Slurry Yield: 1.16 ft³/sk
Total Mixing Fluid: 4.95 Gal/sk
Top of Fluid: 1700 ft
Calculated Fill: 500 ft
Volume: 59.18 bbl
Calculated Sacks: 286.21 sks
Proposed Sacks: 290 sks

Fluid 4: Water Spacer
Displacement

Fluid Density: 8.40 lbm/gal
Fluid Volume: 166.60 bbl

Job Recommendation

Production Casing

Fluid Instructions

Fluid 1: Water Spacer
Fresh Water

Fluid Density: 8.34 lbm/gal
Fluid Volume: 10 bbl

Fluid 2: Reactive Spacer
SUPER FLUSH 100

Fluid Density: 11.70 lbm/gal
Fluid Volume: 20 bbl

Fluid 3: Water Spacer
Fresh Water

Fluid Density: 8.34 lbm/gal
Fluid Volume: 10 bbl

Fluid 4: Lead Cement
Halliburton Hi-Fill

Fluid Weight: 11.50 lbm/gal
Slurry Yield: 3.24 ft³/sk
Total Mixing Fluid: 18.61 Gal/sk
Top of Fluid: 2200 ft
Calculated Fill: 3500 ft
Volume: 140.40 bbl
Calculated Sacks: 243.46 sks
Proposed Sacks: 250 sks

Fluid 5: Tail Cement
50/50 Poz Premium

5 lbm/sk Silicalite Compacted (Light Weight Additive)
0.2 % Super CBL (Expander)
0.3 % Halad(R)-344 (Low Fluid Loss Control)
0.2 % CFR-3 (Dispersant)
0.5 % HR-5 (Retarder)
0.25 lbm/sk Flocele (Lost Circulation Additive)

Fluid Weight: 13.48 lbm/gal
Slurry Yield: 1.47 ft³/sk
Total Mixing Fluid: 7.00 Gal/sk
Top of Fluid: 5700 ft
Calculated Fill: 6300 ft
Volume: 253.75 bbl
Calculated Sacks: 967.87 sks
Proposed Sacks: 970 sks

Fluid 6: Water Spacer
Displacement

Fluid Density: 8.43 lbm/gal
Fluid Volume: 277.90 bbl

EXHIBIT C

PRESSURE CONTROL EQUIPMENT – Schematic Attached

A. Type: Eleven (11) Inch Double Gate Hydraulic BOP with Eleven (11) Inch Annular Preventer. The blow out preventer will be equipped as follows:

1. One (1) blind ram (above).
2. One (1) pipe ram (below).
3. Drilling spool with two (2) side outlets (choke side 3-inch minimum, kill side 2-inch minimum).
4. 3-inch diameter choke line.
5. Two (2) choke line valves (3-inch minimum).
6. Kill line (2-inch minimum).
7. Two (2) chokes with one (1) remotely controlled from the rig floor.
8. Two (2) kill line valves, and a check valve (2-inch minimum).
9. Upper and lower kelly cock valves with handles available.
10. Safety valve(s) & subs to fit all drill string connections in use.
11. Inside BOP or float sub available.
12. Pressure gauge on choke manifold.
13. Fill-up line above the uppermost preventer.

B. Pressure Rating: 5,000 psi

C. Testing Procedure:

Annular Preventer

At a minimum, the Annular Preventer will be pressure tested to 50% of the rated working pressure for a period of ten (10) minutes or until provisions of the test are met, whichever is longer.

At a minimum the above pressure test will be performed:

1. When the annular preventer is initially installed;
2. Whenever any seal subject to test pressure is broken;
3. Following related repairs; and
4. At thirty (30) day intervals.

In addition, the Annular Preventer will be functionally operated at least weekly.

Blow-Out Preventer

At a minimum, the BOP, choke manifold, and related equipment will be pressure tested to the approved working pressure of the BOP stack (if isolated from the surface casing by a test plug) or to 70% of the internal yield strength of the surface casing (if the BOP is not isolated from the casing by a test plug). Pressure will be

maintained for a period of at least ten (10) minutes or until the requirements of the test are met, whichever is longer.

At a minimum, the above pressure test will be performed:

1. When the BOP is initially installed;
2. Whenever any seal subject to test pressure is broken;
3. Following related repairs; and
4. At thirty (30) day intervals.

In addition the pipe and blind rams will be activated each trip, but not more than once each day. All BOP drills and tests will be recorded in the IADC driller's log.

D. Choke Manifold Equipment:

All choke lines will be straight lines unless turns use tee blocks or are targeted with running tees, and will be anchored to prevent whip and vibration.

E. Accumulator:

The accumulator will have sufficient capacity to open the hydraulically-controlled choke line valve (if so equipped), close all rams plus the annular preventer, and retain a minimum of 200 psi above precharge on the closing manifold without the use of closing unit pumps. The fluid reservoir capacity will be double the usable fluid volume of the accumulator system capacity and the fluid level of the reservoir will be maintained at the manufacturer's recommendations.

The BOP system will have two (2) independent power sources to close the preventers. Nitrogen bottles (3 minimum) will be one (1) of these independent power sources and will maintain a charge equal to the manufacturer's specifications.

The accumulator precharge pressure test will be conducted prior to connecting the closing unit to the BOP stack and at least once every six (6) months thereafter. The accumulator pressure will be corrected if the measured precharge pressure is found to be above or below the maximum or minimum limits specified in the *Onshore Oil & Gas Order Number 2*.

A manual locking device (i.e. hand wheels) or automatic locking device will be installed on all systems of 2M or greater. A valve will be installed in the closing line as close as possible to the annular preventer to act as a locking device. This valve will be maintained in the open position and will be closed only when the power source for the accumulator is inoperative.

Remote controls shall be readily accessible to the driller. Remote controls for all 3M or greater systems will be capable of closing all preventers. Remote controls for 5M or greater systems will be capable of both opening and closing all preventers. Master controls will be at the accumulator and will be capable of opening and closing all preventers and the choke line valve (if so equipped).

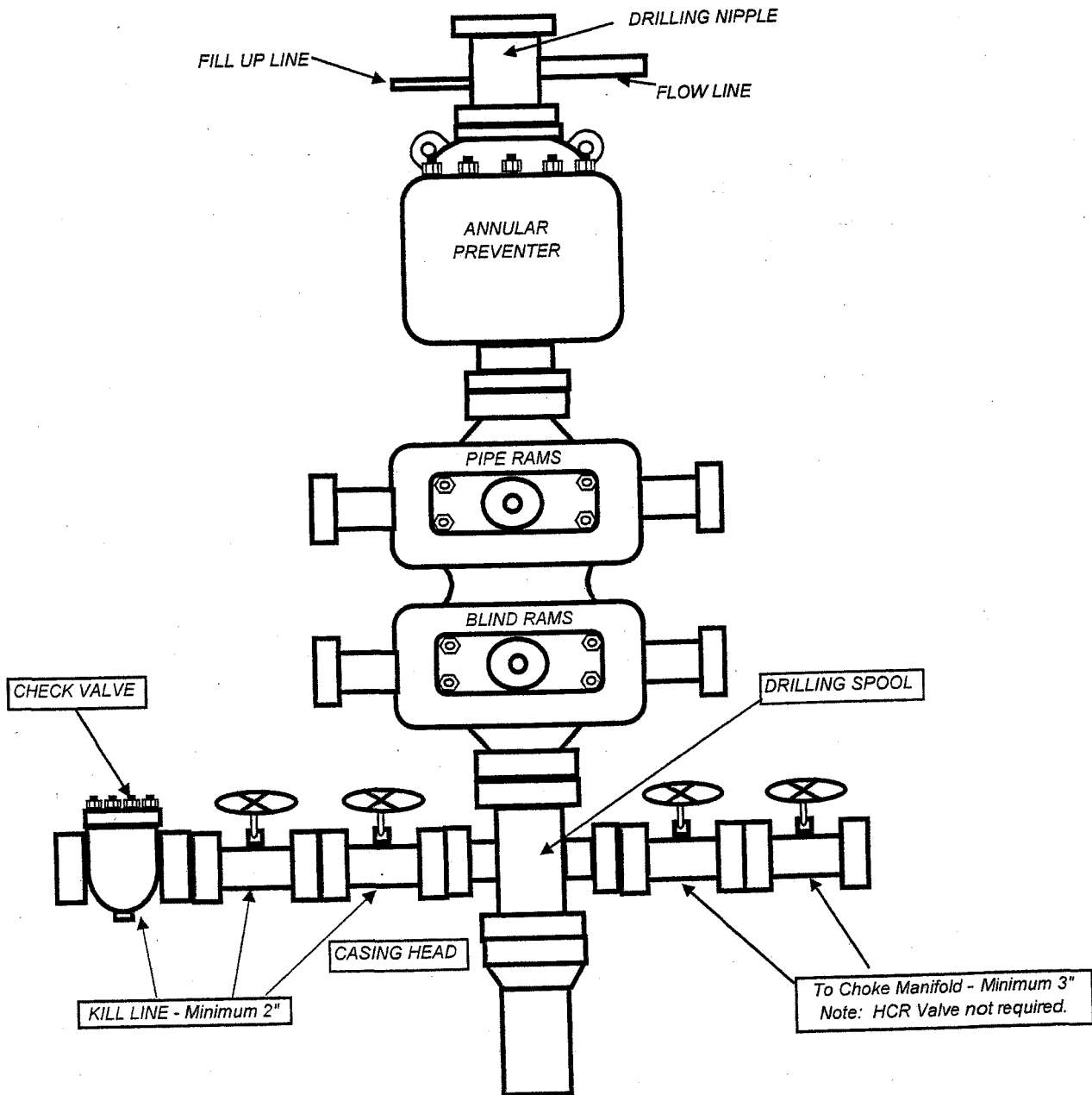
F. Miscellaneous Information:

The Blow-Out Preventer and related pressure control equipment will be installed, tested and maintained in compliance with the specifications in and requirements of *Onshore Oil & Gas Order Number 2*. The choke manifold and BOP extension rods with hand wheels will be located outside the rig sub-structure. The hydraulic BOP closing unit will be located at least twenty-five (25) feet from the well head but readily accessible to the driller. Exact locations and configurations of the hydraulic BOP closing unit will depend upon the particular rig contracted to drill this hole.

A flare line will be installed after the choke manifold, extending 125 feet (minimum) from the center of the drill hole to a separate flare pit.

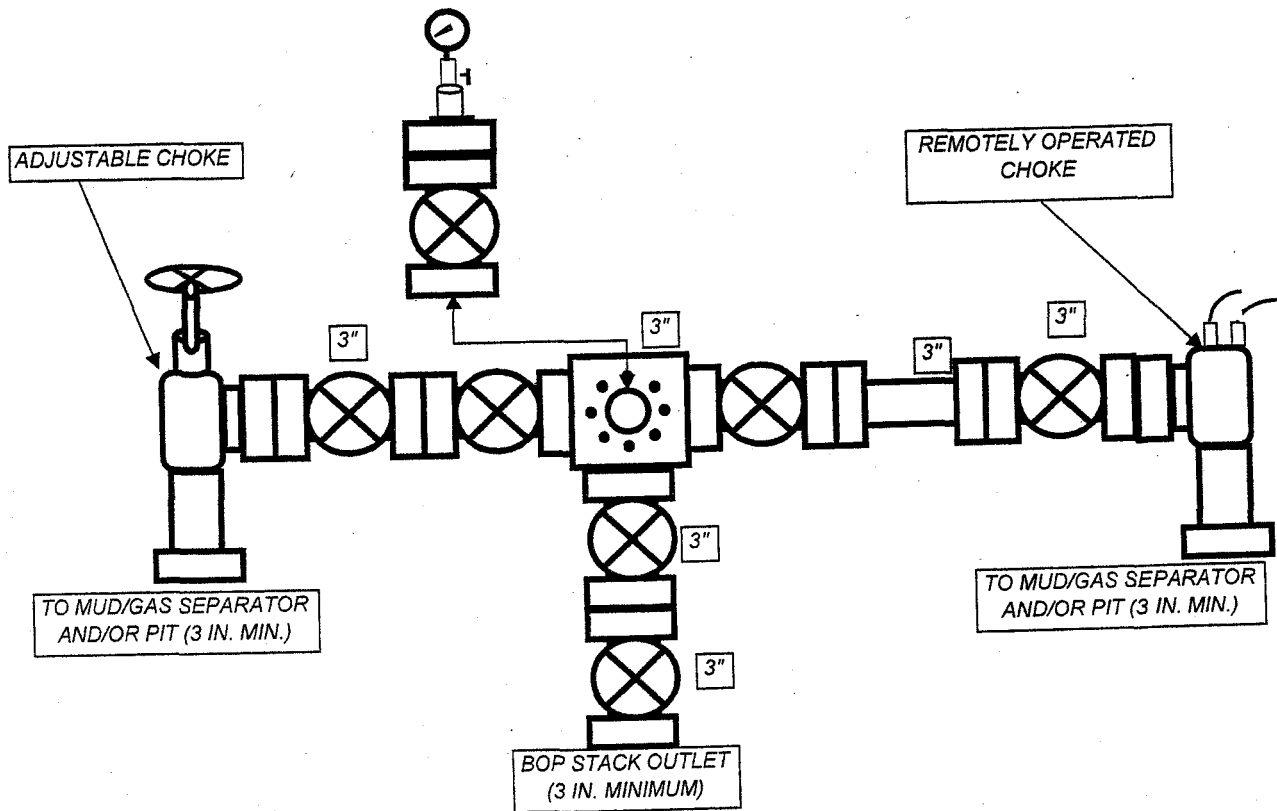
BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. BLOWOUT PREVENTER



BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. CHOKE MANIFOLD



SURFACE USE PLAN

BILL BARRETT CORPORATION
Tumbleweed Unit Federal #3-9-15-21
857' FNL, 1994' FWL
NENW, Section 9, T15S-R21E, S.L.B.&M.
Uintah County, Utah

The dirt contractor will be provided with an approved copy of the surface use plan of operations before initiating construction.

1. Existing Roads:
 - A. The proposed well site is located approximately 77 miles south of Ouray, Utah.
 - B. A map reflecting directions to the proposed well site is included (See Topo B).
 - C. The use of roads under State and County Road Department maintenance is necessary to access the Tumbleweed Unit. However, an encroachment permit is not anticipated since no upgrades to the State or County Road system are proposed at this time.
 - D. All existing roads will be maintained and kept in good repair during all phases of operation.
 - E. Vehicle operators will obey posted speed restrictions and observe safe speeds commensurate with road and weather conditions.
 - F. **An off-lease federal Right-of-Way for the existing access road is requested with this application since it crosses leased and un-leased federal acreage southeast of the Tumbleweed Federal Unit Boundary between the Bull Canyon intersection and the south line of the unit boundary (See Topo A).**
2. Planned Access Roads:
 - A. Approximately 1.9 miles of the existing two-track road (see Topo B) to this well site will need to be upgraded. From the end of the upgraded two-track, approximately 0.2 miles of new access road will be constructed to the proposed well site. This new access road consists of entirely new disturbance and crosses no significant drainages. A road design plan is not anticipated at this time.
 - B. The existing two-track and the newly constructed access road will consist of a 16' travel surface within a 32' disturbed area.
 - C. BLM approval to construct and utilize the newly constructed access road and to upgrade the existing two-track is requested with this application.
 - D. It is recognized that a portion of the upgraded existing road is on SITLA surface in Sec. 16 and necessary ROW paperwork will be filed with the appropriate agency.
 - E. A maximum grade of 10% will be maintained throughout the project with no cuts and fills required to access the well.

- F. No turnouts are proposed.
- G. Culvert(s) will be installed as necessary. Adequate drainage structures will be incorporated into the remainder of the road.
- H. No surfacing material will come from federal or Indian lands.
- I. No gates or cattle guards are anticipated at this time.
- J. Surface disturbance and vehicular travel will be limited to the approved location access road.
- K. All access road and surface disturbing activities are within the Tumbleweed Unit and will conform to the standards outlined in the Bureau of Land Management and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development (1989).
- L. The operator will be responsible for all maintenance of the existing access road including drainage structures.

3. Location of Existing Wells:

- A. Following is a list of existing wells within a one-mile radius of the proposed well:

i.	water wells	none
ii.	injection wells	none
iii.	disposal wells	none
iv.	drilling wells	none
v.	temp shut-in wells	none
vi.	producing wells	none
vii.	abandoned wells	none

4. Location of Production Facilities:

- A. All permanent structures will be painted a desert brown (Munsell standard color #10 YR 6/3) color to match the standard environmental colors. All facilities will be painted within six months of installation. Facilities required to comply with the Occupational Safety and Health Act (SHA) may be excluded.
- B. Site security guidelines identified in 43 CFR 3163.7-5 and Onshore Oil and Gas Order No. 3 will be adhered to.
- C. A gas meter run will be constructed and will be located on lease within 500 feet of the wellhead. Meter runs will be housed and/or fenced. All gas production and measurement shall comply with the provisions of 43 CFR 3162.7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3.
- D. A tank battery will be constructed on this lease and will be surrounded by a dike of sufficient capacity to contain the storage capacity of the largest tank. All loading lines and valves will be placed inside the berm surrounding the tank battery. All liquid

hydrocarbon production and measurement shall conform to the provisions of 43 CFR 3162.7-3 and Onshore Oil and Gas Order No. 4 and Onshore Oil and Gas Order No. 5 for natural gas production and measurement.

- E. Any necessary pits will be properly fenced to prevent any wildlife and livestock entry.
- F. All access roads will be maintained as necessary to prevent erosion and accommodate year-round traffic. The road will be maintained in a safe useable condition.
- G. The site will require periodic maintenance to ensure that drainages are kept open and free of debris, ice and snow, and that surfaces are properly treated to reduce erosion, fugitive dust, and impacts to adjacent areas.
- H. A gas pipeline is associated with this application and is being applied for at this time (See Topo D). The proposed gas pipeline corridor will leave the well site and be placed on the north side of the proposed access road and traverse west approximately 750', tying into the proposed pipeline for the Tumbleweed Unit Federal #3-4-15-21, which will ultimately tie into an existing 10" pipeline.
- I. The gas pipeline will be a steel surface line of up to 10" diameter, coming off the well pad. BBC requests a 40' utility corridor to facilitate the staging of this pipeline construction. All surface disturbing activities will be within the Tumbleweed Unit.
- J. BBC intends on installing the pipeline on the surface by welding many joints into long lengths, dragging the long lengths into position and then completing a final welding pass to join the long lengths together. BBC intends on connecting the pipeline together utilizing conventional welding technology.
- K. **An off-lease federal Right-of-Way for the pipeline is requested with this application since it crosses leased and un-leased federal acreage southeast of the Tumbleweed Federal Unit Boundary between the Bull Canyon intersection and the south line of the unit boundary (See Topo A). The Right-of-Way portion of the 10" diameter or less pipeline will be installed immediately adjacent to the existing access road on the north side.**

5. Location and Type of Water Supply:

- A. Bill Barrett Corporation will haul water for the well by truck from a local surface owner in Main Canyon. Mr. and Mrs. Burt DeLambert have been granted water use via State of Utah Application Number 49-1223 (T16714).

6. Source of Construction Material:

- A. The use of materials will conform to 43 CFR 3610.2-3.
- B. No construction materials will be removed from BLM.
- C. If any gravel is used, it will be obtained for a state approved gravel pit.

7. Methods of Handling Waste Disposal:

- A. All wastes associated with this application will be contained and disposed of utilizing approved facilities.
- B. Drill cuttings will be contained and buried on site.
- C. The reserve pit will be located outboard of the location and along the south side of the pad.
- D. The reserve pit will be constructed so as not to leak, break or allow any discharge.
- E. The reserve pit will be lined with 12 mil minimum thickness plastic nylon reinforced liner material. The liner will overlay a felt-liner pad only if rock is encountered during excavation. The pit liner will overlap the pit walls and be covered with dirt and/or rocks to hold it in place. No trash, scrap pipe, etc., that could puncture the liner will be disposed of in the pit. Pit walls will be sloped no greater than 2:1. A minimum 2-foot freeboard will be maintained in the pit at all times during the drilling and completion operations.
- F. The reserve pit has been located in cut material. Three sides of the reserve pit will be fenced before drilling starts. The fourth side will be fenced as soon as drilling is completed and shall remain until the pit is dry. After the reserve pit has dried, all areas not needed for production will be rehabilitated.
- G. No chemicals subject to reporting under SARA Title III (hazardous materials) in an amount greater than 10,000 pounds will be used, produced, stored, transported or disposed of annually in association with the drilling, testing or completion of the well. Furthermore, no extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities will be used, produced, stored, transported or disposed of in association with the drilling, testing or completion of the well.
- H. Trash will be contained in a trash cage and hauled away to an approved disposal site as necessary but no later than at the completion of drilling operations. The contents of the trash container will be hauled off periodically to the approved Carbon or Uintah County Landfill.
- I. Produced fluids from the well other than water will be produced into a test tank until such time as construction of production facilities is completed. Any spills of oil, gas, salt water or other produced fluids will be cleaned up and removed.
- J. After initial clean-up a 400 barrel tank will be installed to contain produced waste water. After first production, produced wastewater will be confined to a lined pit or storage tank for a period not to exceed ninety (90) days. Thereafter, produced water will be trucked to R & I Disposal or MC Disposal, both State approved disposal facilities.
- K. Any salts and/or chemicals, which are an integral part of the drilling system, will be disposed of in the same manner as the drilling fluid.
- L. Sanitary facilities will be on site at all times during operations. Sewage will be placed in a portable chemical toilet and the toilet replaced periodically utilizing a licensed contractor to transport by truck the portable chemical toilet so that its contents can be

delivered to the Price or Vernal Wastewater Treatment Facility in accordance with state and county regulations.

8. Ancillary Facilities:

- A. Garbage containers and portable toilets are the only ancillary facilities proposed in this application

9. Well Site Layout:

- A. The well will be properly identified in accordance with 43 CFR 3162.6.
- B. Access to the well pad will be from the west.
- C. The pad and road designs are consistent with BLM specifications.
- D. The pad has been staked at its maximum size of 350' x 162'; however, it will be constructed smaller if possible, depending upon rig availability. Should the layout change, this application will be amended and approved utilizing a Sundry Notice.
- E. All surface disturbing activities will be supervised by a qualified, responsible company representative who is aware of the terms and conditions of the APD and specifications in the approved plans.
- F. All cut and fill slopes will be such that stability can be maintained for the life of the activity.
- G. Diversion ditches will be constructed, if necessary, around the well site to prevent surface waters from entering the well site area.
- H. The site surface will be graded to drain away from the pit to avoid pit spillage during large storm events.
- I. The stockpiled topsoil (first 6 inches or maximum available) will be stored in a windrow on the uphill side of the location to prevent any possible contamination. All topsoil will be stockpiled for reclamation in such a way as to prevent soil loss and contamination.
- J. Pits will remain fenced until site cleanup.
- K. The blooie line will be located at least 100 feet from the well head.

10. Plan for Restoration of the Surface:

- A. Site reclamation for a producing well will be accomplished for portions of the site not required for the continued operation of the well.
- B. The operator will control noxious weeds along access road use authorizations, pipeline route authorizations, well sites or other applicable facilities by spraying or mechanical removal. A list of noxious weeds may be obtained from the BLM or the appropriate county extension office. On BLM administered land it is required that a Pesticide Use Proposal be submitted and approved prior to the application of herbicides, pesticides or possibly hazardous chemicals.

- C. Upon well completion, any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1. Once the reserve pit is dry, the plastic nylon reinforced liner shall be torn and perforated before backfilling of the reserve pit. The reserve pit and that portion of the location not needed for production facilities/operations will be recontoured to the approximate natural contours.
- D. The cut and fill slopes and all other disturbed areas not needed for the production operation will be top-soiled and revegetated. The stockpiled topsoil will be evenly distributed over the disturbed area.
- E. Prior to reseeding the site, all disturbed areas, including the access road, will be scarified and left with a rough surface. The site will then be seeded and/or planted as prescribed by the BLM. The BLM recommended seed mix will be detailed within their approval documents.

11. Surface and Mineral Ownership:

- A. Surface ownership (with exception of Sec. 16) – Federal under the management of the Bureau of Land Management – Vernal Field Office, 170 South 500 East, Vernal Utah 84078; (435) 781-4400.
- B. Mineral ownership (with exception of Sec. 16) – Federal under the management of the Bureau of Land Management – Vernal Field Office, 170 South 500 East, Vernal Utah 84078; (435) 781-4400.
- C. It is recognized that Section 16 is owned by SITLA and will be utilized for access and pipeline routes.

12. Other Information:

- A. Montgomery Archaeological Consultants conducted a Class III archeological survey. A copy of the report has been submitted under separate cover to the appropriate agencies by Montgomery as MOAC Report No. 04-279 dated December 7, 2004.
- B. Our understanding of the results of the onsite inspection are:
 - I. No threatened and endangered flora and fauna species were found during the onsite inspection.
 - II. No drainage crossings that required additional State or Federal approval are being crossed.

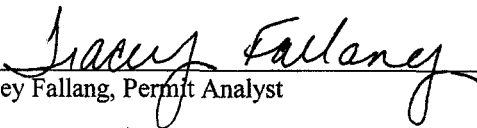
13. Operator's Representative and Certification:

Title	Name	Office Phone
Company Representative (Roosevelt)	Fred Goodrich	(435) 722-3515
Company Representative (Denver)	Tracey Fallang	(303) 312-8168

Bill Barrett Corp
Surface Use Plan
Tumbleweed Unit Federal #3-9-15-21
Uintah County, Utah

Certification:

I hereby certify that the statements made in this plan are, to the best of my knowledge and belief, true and correct; and that the work associated with the operations proposed herein will be performed by Bill Barrett Corporation and its contractors and subcontractors in conformity with this plan and the terms and conditions under which it is approved. This statement is subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.



Tracey Fallang, Permit Analyst

Date: January 18, 2005

HAZARDOUS MATERIAL DECLARATION

FOR WELL NO. TUMBLEWEED UNIT FEDERAL #3-9-15-21 LEASE NO UTU 072059

Bill Barrett Corporation guarantees that during the drilling and completion of the above referenced well, we will not use, produce, or store, transport or dispose 10,000# annually of any of the hazardous chemicals contained in the Environmental Protection Agency's consolidated list of chemicals subject to reporting under Title III Super Amendments and Reauthorization Act (SARA) of 1986.

Bill Barrett Corporation guarantees that during the drilling and completion of the above referenced well, we will use, produce, store, transport, or dispose less than the threshold planning quantity (TPQ) of any extremely hazardous substances as defined in 40 CFR 355.

BILL BARRETT CORPORATION
TUMBLEWEED UNIT FEDERAL #3-9-15-21
LOCATED IN UTAH COUNTY, UTAH
SECTION 9, T15S, R21E, S.L.B.&M.



PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: NORTHWESTERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: WESTERLY



UELS Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
435-789-1017 uels@uelsinc.com

LOCATION PHOTOS

09 30 04
MONTH DAY YEAR

PHOTO

TAKEN BY: S.H.

DRAWN BY: L.K.

REVISED: 00-00-00

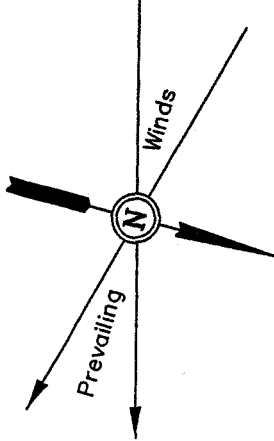
BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

TUMBLEWEED UNIT FEDERAL #3-9-15-21

SECTION 9, T15S, R21E, S.L.B.&M.

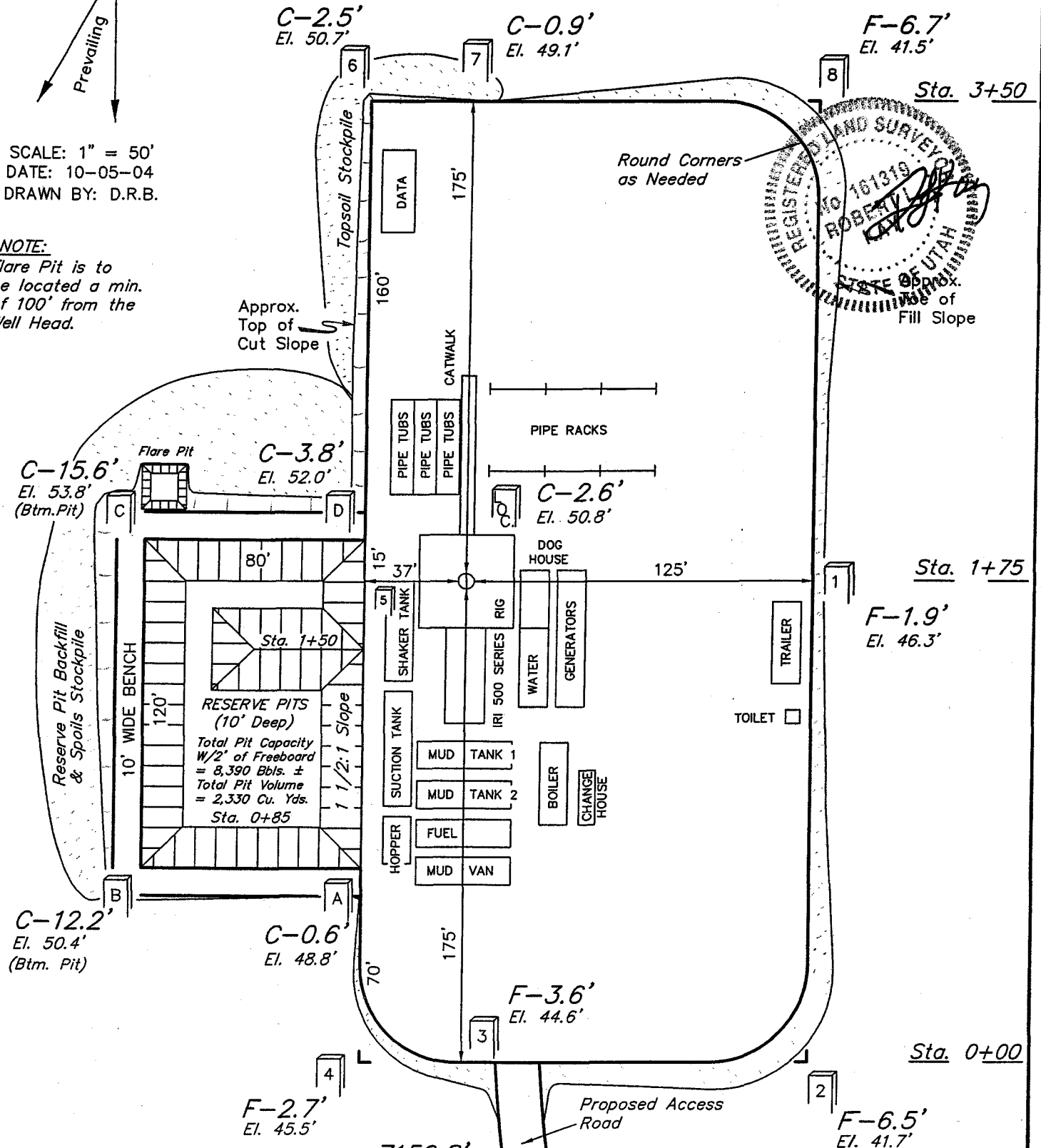
857' FNL 1994' FWL



SCALE: 1" = 50'
DATE: 10-05-04
DRAWN BY: D.R.B.

NOTE:

Flare Pit is to be located a min. of 100' from the Well Head.



Elev. Ungraded Ground at Location Stake = 7150.8'
Elev. Graded Ground at Location Stake = 7148.2'

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

BILL BARRETT CORPORATION

TYPICAL CROSS SECTIONS FOR

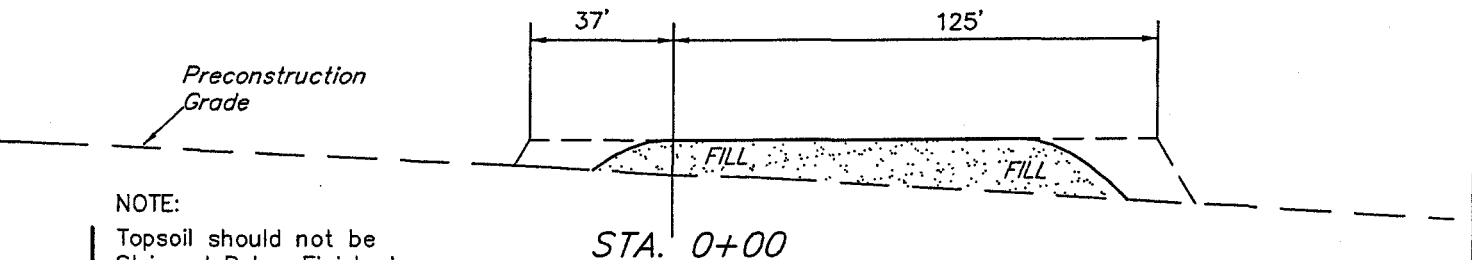
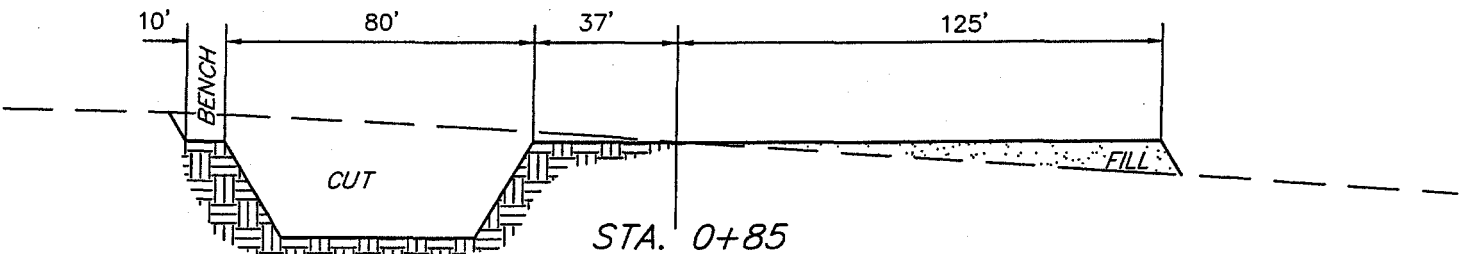
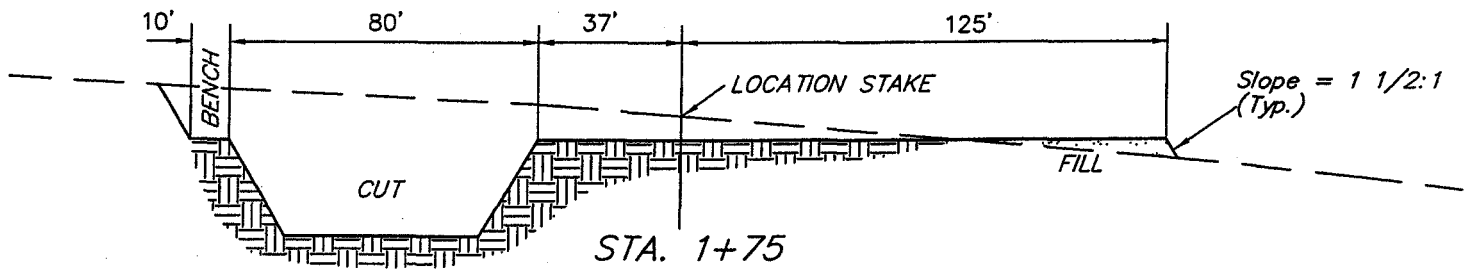
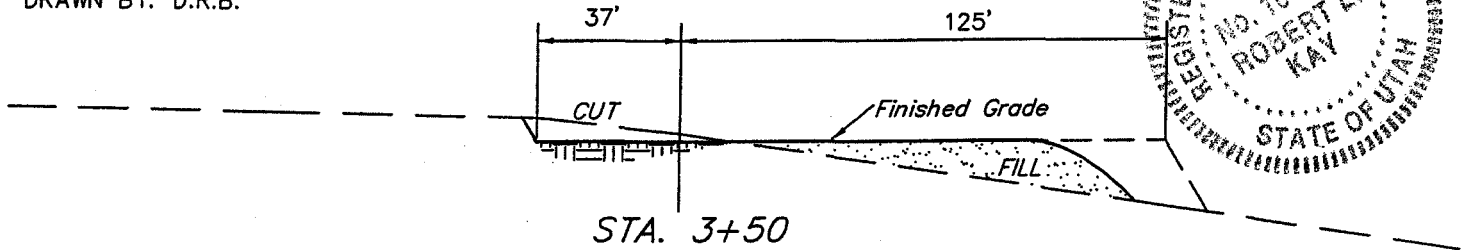
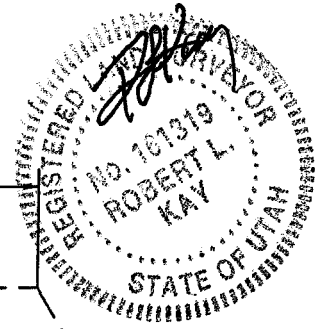
TUMBLEWEED UNIT FEDERAL #3-9-15-21

SECTION 9, T15S, R21E, S.L.B.&M.

857' FNL 1994' FWL

1" = 20'
X-Section
Scale
1" = 50'

DATE: 10-05-04
DRAWN BY: D.R.B.



NOTE:

Topsoil should not be Stripped Below Finished Grade on Substructure Area.

* NOTE:

FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

CUT	
(6") Topsoil Stripping	= 1,440 Cu. Yds.
Remaining Location	= 4,950 Cu. Yds.
TOTAL CUT	= 6,390 CU.YDS.
FILL	= 3,780 CU.YDS.

EXCESS MATERIAL	= 2,610 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 2,610 Cu. Yds.
EXCESS UNBALANCE (After Rehabilitation)	= 0 Cu. Yds.

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017



LEGEND:

○ PROPOSED LOCATION

BILL BARRETT CORPORATION

TUMBLEWEED UNIT FEDERAL #3-9-15-21
SECTION 9, T15S, R21E, S.L.B.&M.
857' FNL 1994' FWL

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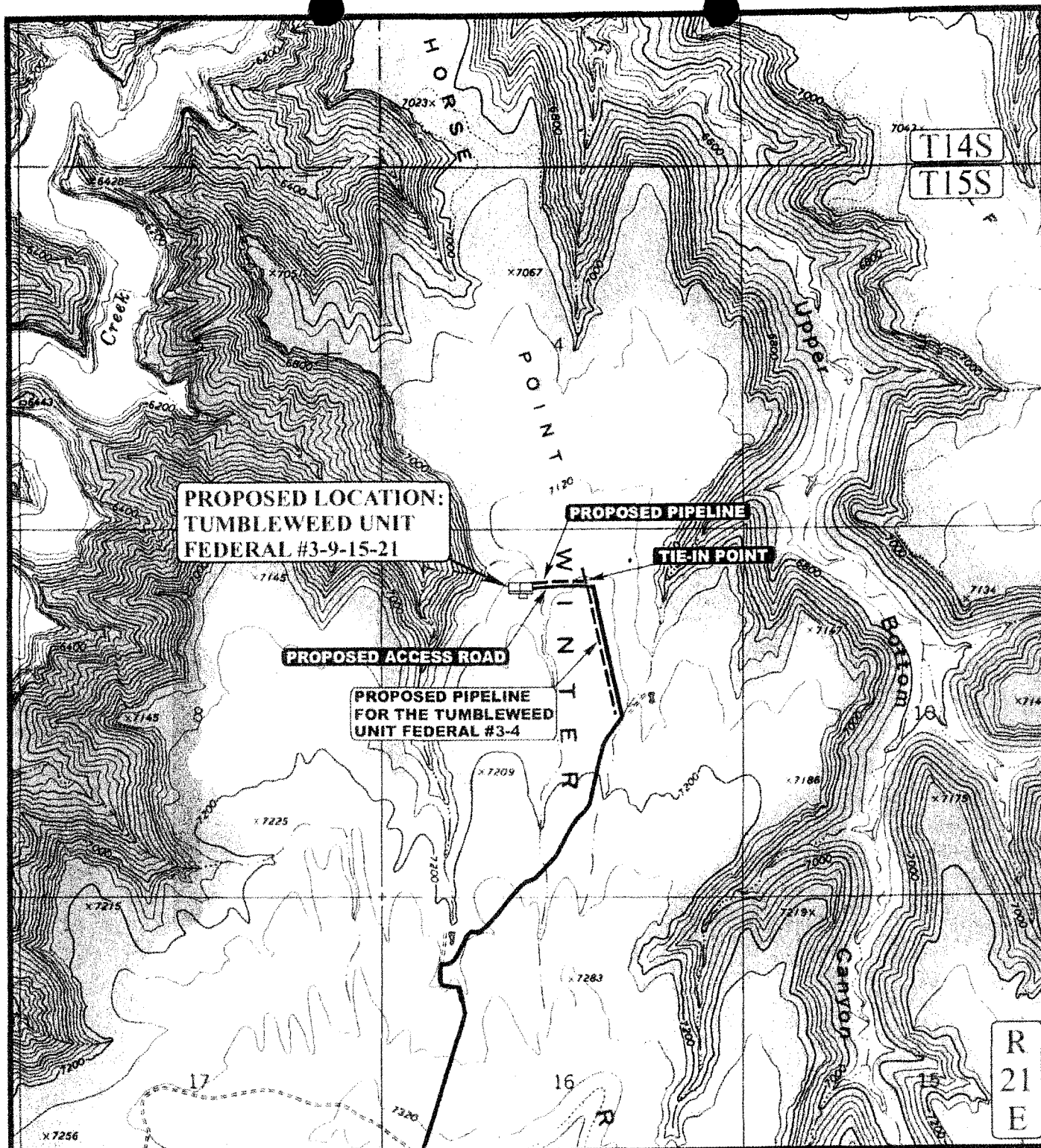
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC
MAP

09/30/04
MONTH DAY YEAR

SCALE: 1:100,000 DRAWN BY: L.K. REVISED: 00-00-00

A
TOPO



APPROXIMATE TOTAL PIPELINE DISTANCE = 750' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING PIPELINE
- PROPOSED PIPELINE



BILL BARRETT CORPORATION

TUMBLEWEED UNIT FEDERAL #3-9-15-21

SECTION 9

T15S, R21E, S.L.B.&M.



Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**TOPOGRAPHIC
MAP**

12	22	04
MONTH	DAY	YEAR

SCALE: 1" = 2000' DRAWN BY: C.P. REVISED: 00-00-00

**D
TOPO**

**State of Utah****Department of
Natural Resources**

MICHAEL R. STYLER
Executive Director

**Division of
Oil, Gas & Mining**

MARY ANN WRIGHT
Acting Division Director

JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

January 24, 2005

Bill Barrett Corporation
1099 18th Street, Suite 2300
Denver, CO 80202

Re: Tumbleweed Unit Federal 3-9-15-21 Well, 857' FNL, 1994' FWL, NE NW,
Sec. 9, T. 15 South, R. 21 East, Uintah County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. § 40-6-1 *et seq.*, Utah Administrative Code R649-3-1 *et seq.*, and the attached Conditions of Approval, approval to drill the referenced well is granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-047-36249.

Sincerely,

A handwritten signature in dark ink, appearing to read "John R. Baza".

John R. Baza
Associate Director

pab
Enclosures

cc: Uintah County Assessor
Bureau of Land Management, Vernal District Office

Operator: Bill Barrett Corporation
Well Name & Number Tumbleweed Unit Federal 3-9-15-21
API Number: 43-047-36249
Lease: UTU-072059

Location: NE NW Sec. 9 T. 15 South R. 21 East

Conditions of Approval

1. General

Compliance with the requirements of Utah Admin. R. 649-1 *et seq.*, the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

2. Notification Requirements

Notify the Division within 24 hours of spudding the well.

- Contact Carol Daniels at (801) 538-5284.

Notify the Division prior to commencing operations to plug and abandon the well.

- Contact Dan Jarvis at (801) 538-5338

3. Reporting Requirements

All required reports, forms and submittals will be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

4. State approval of this well does not supersede the required federal approval, which must be obtained prior to drilling.

5. This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

**Application for Permit to Drill
Request for Permit Extension
Validation**

(this form should accompany the Sundry Notice requesting permit extension)

API: 43-047-36249
Well Name: Tumbleweed Unit Federal #3-9-15-21
Location: 857' FNL, 1994' FWL, NENW, Sec. 9-T15S-R21E
Company Permit Issued to: Bill Barrett Corporation
Date Original Permit Issued: 1/24/2005

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.

If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes ☐ No ☒

Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes ☐ No ☒

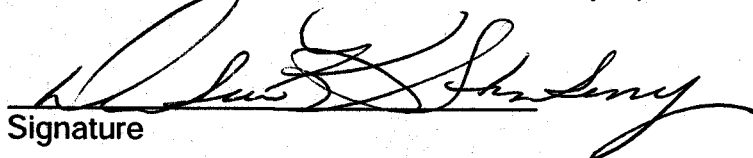
Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes ☐ No ☒

Have there been any changes to the access route including ownership, or right-of-way, which could affect the proposed location? Yes ☐ No ☒

Has the approved source of water for drilling changed? Yes ☐ No ☒

Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes ☐ No ☒

Is bonding still in place, which covers this proposed well? Yes ☒ No ☐


Signature

2/2/2006

Date

Title: Permit Specialist

Representing: Bill Barrett Corporation

RECEIVED

FEB 06 2006

DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL

OIL WELL ☐

GAS WELL ☒

OTHER

CONFIDENTIAL

2. NAME OF OPERATOR:

BILL BARRETT CORPORATION

3. ADDRESS OF OPERATOR:

1099 18TH St. Ste230C CITY Denver

STATE CO ZIP 80202

PHONE NUMBER:

(303) 312-8120

5. LEASE DESIGNATION AND SERIAL NUMBER:

UTU 072059

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7. UNIT or CA AGREEMENT NAME:

Tumbleweed Unit

8. WELL NAME and NUMBER:

Tumbleweed Unit Fed 3-9-15-21

9. API NUMBER:

4304736249

10. FIELD AND POOL, OR WILDCAT:

Undesignated

4. LOCATION OF WELL

FOOTAGES AT SURFACE: 857' FNL & 1994' FWL

COUNTY: Uintah

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NENW 9 15S 21E

STATE:

UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: Permit Extension Request
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

THIS SUNDRY IS BEING SUBMITTED AS A REQUEST TO EXTEND THIS PERMIT FOR ONE YEAR. THE REQUEST FOR PERMIT EXTENSION VALIDATION IS ATTACHED.

Approved by the
Utah Division of
Oil, Gas and Mining

Date: 02-13-06

By: [Signature]

COPY SENT TO OPERATOR

Date: 3-2-06

Initials: [Signature]

NAME (PLEASE PRINT) Debra K. Stanberry

TITLE Permit Specialist

SIGNATURE [Signature]

DATE 2/2/2006

(This space for State use only)

RECEIVED
FEB 06 2006

DIV. OF OIL, GAS & MINING

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET

CONFIDENTIAL

ROUTING

1. DJJ
2. CDW

X - Change of Operator (Well Sold)

Operator Name Change/Merger

The operator of the well(s) listed below has changed, effective:

12/20/2006

FROM: (Old Operator): N2165-Bill Barrett Corporation 1099 18th St, Suite 2300 Denver, CO 80202 Phone: 1 (303) 312-8121	TO: (New Operator): N3145-Stewart Petroleum Corporation 475 17th St, Suite 1250 Denver, CO 80202 Phone: 1 (303) 799-1922
---	---

CA No.

Unit:

TUMBLEWEED

WELL NAME	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS	
TUMBLEWEED U FED 3-4-15-21	04	150S	210E	4304736250		Federal	GW	APD	C
TUMBLEWEED U FED 8-5-15-21	05	150S	210E	4304735309		Federal	GW	APD	C
TUMBLEWEED U FED 15-8-15-21	08	150S	210E	4304736248		Federal	GW	APD	C
TUMBLEWEED U FED 3-9-15-21	09	150S	210E	4304736249		Federal	GW	APD	C
TUMBLEWEED 14-16-15-21	16	150S	210E	4304734014	13800	State	GW	TA	
TUMBLEWEED U FED 14-17-15-21	17	150S	210E	4304736247		Federal	GW	APD	C

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 1/10/2007
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 1/1/2007
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 6422419-0143
- Is the new operator registered in the State of Utah: Business Number: 2/21/2007
- (R649-9-2) Waste Management Plan has been received on: IN PLACE
- Inspections of LA PA state/fee well sites complete on: n/a
- Reports current for Production/Disposition & Sundries on: ok
- Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM 3/8/2007 BIA
- Federal and Indian Units:**
The BLM or BIA has approved the successor of unit operator for wells listed on: _____
- Federal and Indian Communization Agreements ("CA"):**
The BLM or BIA has approved the operator for all wells listed within a CA on: _____
- Underground Injection Control ("UIC")** The Division has approved UIC Form 5, **Transfer of Authority to Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: n/a

DATA ENTRY:

- Changes entered in the **Oil and Gas Database** on: 3/14/2007
- Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 3/14/2007
- Bond information entered in RBDMS on: 3/14/2007
- Fee/State wells attached to bond in RBDMS on: 3/14/2007
- Injection Projects to new operator in RBDMS on: n/a
- Receipt of Acceptance of Drilling Procedures for APD/New on: 3/14/2007

BOND VERIFICATION:

- Federal well(s) covered by Bond Number: UTB000251
- Indian well(s) covered by Bond Number: _____
- (R649-3-1) The **NEW** operator of any fee well(s) listed covered by Bond Number RLB0010223
- The **FORMER** operator has requested a release of liability from their bond on: n/a

LEASE INTEREST OWNER NOTIFICATION:

- (R649-2-10) The **FORMER** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: n/a

COMMENTS:

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____	5. LEASE DESIGNATION AND SERIAL NUMBER: UTU 072059
2. NAME OF OPERATOR: Stewart Petroleum Corporation <i>N3145</i>	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 475 17th Street, #1250 CITY Denver STATE CO ZIP 80202	7. UNIT or CA AGREEMENT NAME: Tumbleweed Unit
PHONE NUMBER: (303) 799-1922	8. WELL NAME and NUMBER: Tumbleweed Unit Fed 3-9-15-21
9. API NUMBER: 4304736249	10. FIELD AND POOL, OR WILDCAT: Wildcat

4. LOCATION OF WELL FOOTAGES AT SURFACE: 857' FNL, 1994' FWL COUNTY: Uintah QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NENW 9 15S 21E STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____ <input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> DEEPEN <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> PLUG BACK <input type="checkbox"/> PRODUCTION (START/RESUME) <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	<input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> TEMPORARILY ABANDON <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> WATER SHUT-OFF <input checked="" type="checkbox"/> OTHER: <u>Change of Operator</u> <u>permit extension request</u>

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

STEWART PETROLEUM CORPORATION (SPC) IS SUBMITTING THIS SUNDRY AS NOTIFICATION THAT THE ABOVE-MENTIONED WELL HAS BEEN SOLD TO STEWART PETROLEUM CORPORATION (BLM BOND NO. _____) BY BILL BARRETT CORPORATION EFFECTIVE 12/20/2006. PLEASE REFER ALL FUTURE CORRESPONDENCE TO DARYL R. STEWART AT THE FOLLOWING ADDRESS: *Also requested is an extension of one year for the APD.*

Stewart Petroleum Corporation
475 Seventeenth Street, Suite 1250
Denver, Colorado 80202
(303) 799-1922
(303) 799-1924 fax

Approved by the
Utah Division of
Oil, Gas and Mining

Date: *03-20-07*

*3-21-07
pm*

Tracy Fallang
Bill Barrett Corporation

By: *[Signature]* Name (Please Print) Environmental/Regulatory Analyst (Title)

N2165 1099 18th St, Suite 2300

Denver, CO 80202

Signature (303) 312-8121 *12/20/06* (Date)

NAME (PLEASE PRINT) Daryl R. Stewart

TITLE *President*

SIGNATURE *[Signature]*

DATE *2/10/07*

(This space for State use only)

APPROVED *03/14/2007*
Earlene Russell
Division of Oil, Gas and Mining
Earlene Russell, Engineering Technician
(See Instructions on Reverse Side)

RECEIVED
FEB 13 2007

DIV. OF OIL, GAS & MINING



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office
P.O. Box 45155
Salt Lake City, UT 84145-0155



IN REPLY REFER TO
3180
UT-922

March 8, 2007

Stewart Petroleum Corporation
475 17th Street, Suite 1250
Denver, Colorado 80202

Re: Tumbleweed Unit
Uintah County, Utah

Gentlemen:

On January 30, 2007, we received an indenture dated December 20, 2006, whereby Bill Barrett Corporation resigned as Unit Operator and Stewart Petroleum Corporation was designated as Successor Unit Operator for the Tumbleweed Unit, Uintah County, Utah.

This indenture was executed by all required parties and the signatory parties have complied with Sections 5 and 6 of the unit agreement. The instrument is hereby approved effective March 8, 2007. In approving this designation, the Authorized Officer neither warrants nor certifies that the designated party has obtained all required approval that would entitle it to conduct operations under Tumbleweed Unit Agreement.

Your Utah statewide oil and gas bond No. UTB000251 will be used to cover all federal operations within the Tumbleweed Unit.

It is requested that you notify all interested parties of the change in unit operator. Copies of the approved instruments are being distributed to the appropriate federal offices, with one copy returned herewith.

Sincerely,

/s/ R. Allen McKee

R. Allen McKee
Acting Chief, Branch of Fluid Minerals

Enclosure

bcc: Field Manager - Vernal (w/enclosure)
SITLA
Division of Oil, Gas & Mining
File - Tumbleweed Unit (w/enclosure)
Agr. Sec. Chron
Reading File
Central Files

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MAR 09 2007

DIV. OF OIL, GAS & MINING

UT922:TAThompson:tt:3/8/07

**Application for Permit to Drill
Request for Permit Extension
Validation**

(this form should accompany the Sundry Notice requesting permit extension)

API: 4304736249
Well Name: Tombigbee Unit #3-9-15-21
Location: NE NW 9/155/21E
Company Permit Issued to: Will Barrett Corporation
Date Original Permit Issued: 1/24/05

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.

If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes ☐ No ☒

Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes ☐ No ☒

Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes ☐ No ☒

Have there been any changes to the access route including ownership, or right-of-way, which could affect the proposed location? Yes ☐ No ☒

Has the approved source of water for drilling changed? Yes ☐ No ☒

Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes ☐ No ☒

Is bonding still in place, which covers this proposed well? Yes ☒ No ☐

Signature

Date

Title: President

Representing: Stewart Petroleum Corporation

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MAR 19 2007

DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Request to Transfer Application or Permit to Drill

(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

Well name:	Tumbleweed Unit Fed 3-9-15-21
API number:	4304736249
Location:	Qtr-Qtr: NENW Section: 9 Township: 15S Range: 21E
Company that filed original application:	Bill Barrett Corporation
Date original permit was issued:	01/24/2005
Company that permit was issued to:	Bill Barrett Corporation

Check one	Desired Action:
<input type="checkbox"/>	Transfer pending (unapproved) Application for Permit to Drill to new operator
<input type="checkbox"/>	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application.
<input checked="" type="checkbox"/>	Transfer approved Application for Permit to Drill to new operator
<input type="checkbox"/>	The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed?		X
<input type="checkbox"/> If so, has the surface agreement been updated?		-
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?		X
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? <i>(See Sundry att. Lcd)</i>	X	
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?		X
Has the approved source of water for drilling changed?		X
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?		X
Is bonding still in place, which covers this proposed well? Bond No. _____ <i>BLM bond see note attached</i>		

Any desired or necessary changes to either a pending or approved Application for Permit to Drill that is being transferred, should be filed on a Sundry Notice, Form 9, or amended Application for Permit to Drill, Form 3, as appropriate, with necessary supporting information as required.

Name (please print) Daryl R. Stewart
Signature _____
Representing (company name) Stewart Petroleum Corporation

RECEIVED
FEB 13 2007
DIV. OF OIL, GAS & MINING

Title President
Date 2/10/07

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.



JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

April 30, 2008

Stewart Petroleum Corporation
475 17th Street, Suite 1250
Denver, Colorado 80202

Re: APD Rescinded – Tumbleweed U Fed 3-9-15-21 Sec. 9, T. 15S, R.21E
Uintah County, Utah API No. 43-047-36249


Gentlemen:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (the Division) on January 24, 2005. On February 13, 2006 and on March 20, 2007, the Division granted a one-year APD extension. No drilling activity at this location has been reported to the division. Therefore, approval to drill this well is hereby rescinded, effective April 30, 2008.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject locations.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,


Diana Mason
Environmental Scientist

cc: Well File
Bureau of Land Management, Vernal



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Green River District-Vernal Field Office

170 South 500 East

Vernal, UT 84078

(435) 781-4400 Fax: (435) 781-4410

<http://www.blm.gov/ut/st/en/fo/vernal.html>



JAN 10 2011

IN REPLY REFER TO:
3160 (UTG011)

Daryl R. Stewart
Stewart Petroleum Corporation
475 17th Street, Suite 790
Denver, CO 80202

Re: Request to Return APD
Well No. Tumbleweed Unit Federal 3-9-15-21
NENW, Sec. 9, T15S, R21E
Uintah County, Utah
Lease No. UTU-72059
Tumbleweed Unit

43 047 36249

Dear Mr. Stewart:

The Application for Permit to Drill (APD) for the above referenced well received in this office on January 19, 2005, is being returned unapproved per a request to this office in a letter received on December 22, 2010 from Don Hamilton, Agent for Stewart Petroleum Corporation. The letter stated that Stewart Petroleum Corporation would like to rescind five pending APDs. Stewart Petroleum Corporation will submit new APDs in the near future. If you intend to drill at this location at a future date, a new APD must be submitted.

If you have any questions regarding APD processing, please contact Cindy Severson at (435) 781-4455.

Sincerely,

James H. Sparger
Acting Assistant Field Manager
Lands & Mineral Resources

RECEIVED

JAN 20 2011

DIV. OF OIL, GAS & MINING

Enclosures

cc: UDOGM
Don Hamilton